FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SEC Mail Processing Section

FORM D

4PH 102008

Washington, DC 111

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	e16.00						

SEC USE ONLY					
Prefix	Serial				
DA*	TE RECEIVED				
1	1				

Name of Offering (check if this is an amendment and name has changed, and indicate change Sugarloaf Hotel, LLC	e.)
	on 4(6) ULOE SEC Mail Processing Section
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	APR 1 0 2008
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Sugarloaf Hotel, LLC	Washington, DC
Address of Executive Offices (Number and Street, City, State, Zip C 192 Virginia Ave S Tifton, GA 31794-8074	229-387-6067
Address of Principal Business Operations (if different from Executive Offices) PROCESSED (City, State, Zip of City)	Code) Telephone Number (Including Area Code)
Brief Description of Business Hotel THOMSON THOMSON	
	other (please specify): led Liability Company
Month Year Actual or Estimated Date of Incorporation or Organization: 12 06 Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada: FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA	
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more Each executive officer and director of corporate issuers and of corporate general and managing partners Each general and managing partner of partnership issuers. 	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) Dr. Gerald L. Sapp, Sapp Family Sugarloaf Hotel, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) 192 Virginia Ave S., Tifton, GA 31794-8074	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	B. INFORMATION ABOUT OFFERING												
1 Hs	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No ⊠		
1. 110	Answer also in Appendix, Column 2, if filing under ULOE.												
2. W											\$_25,	00.00	
											Yes	No	
										R			
co If a or a t	mmiss a perso states broker	ion or simi on to be list , list the na or dealer,	lar remuner ted is an ass me of the br you may se	ration for s ociated pe roker or de et forth the	solicitation erson or age ealer. If mo	of purchase int of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state ons of such		
Full Name (Last name first, if individual) McIntyre Investments, Inc.													
			Address (N	umber and	Street, Ci	ity, State, Z	ip Code)				<u> </u>		
			Suite 231, 8			<u> </u>		······					
Name o	of Ass	ociated Br	oker or Dea	ıler									
States i	in Whi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(C	heck	'All States	" or check	individual	States)		·····			••••••		☑ Al	States
A	I.	AK	AZ	AR	CA	CO	CT	[DE]	DC	FL	GA	HI	ĪD
	L	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	IT]	NE	NV	NH	NJ	NM	NY	[NC]	ND WA	OH WW	OK)	OR WV	PA
LK	RI SC SD TN TX UT VT VA WA WV WI WY PR												
Full Name (Last name first, if individual)													
Busine	ss or	Residence	Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)	,					
Name o	of Ass	ociated Br	oker or Dea	aler									
			Listed Has	•									
(C	heck '	'All States	" or check	individual	States)			•••••	***************************************	•••••		☐ Al	States
	L	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	I. IT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD INC	MA ND	MI OH	MN OK	MS OR	MO PA
	<u> </u>	SC	SD	TN	TX	UT	VT	(VA	WA	WV	WI	WY	PR
Full Na	ame (L	ast name	first, if indi	vidual)	•								
		•											
Busine	ss or	Residence	Address (N	lumber an	d Street, C	City, State, 2	Zip Code)						
Name o	of Ass	ociated Br	oker or Dea	aler									
States	in Whi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers				·		
(C	(Check "All States" or check individual States)								l States				
A	IL.	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	L IT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	<u>11)</u>	SC	SD	TN	TX	UT	VT	VĀ	WA	WV	WI	WY	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	•	c
		-	•
	Equity		\$
	Common Preferred	,	•
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify LLC Membership Units)	12,650,000.00	2 4 315 500 00
	Total	12,000,000.00	\$ 4,313,300.00
	Answer also in Appendix. Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	84	\$ 4,315,500.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$ 7,500.00
	Legal Fees		\$ 50,000.00
	Accounting Fees		\$_5,000.00
	Engineering Fees		\$_40,000.00
	Sales Commissions (specify finders' fees separately)		\$ 1,176,000.00
	Other Expenses (identify)	_	\$_10,000.00
	Total		s 1,288,500.00

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSE	S AND USE OF PROCEEDS	
	b. Enter the difference between the aggregate off and total expenses furnished in response to Part C-proceeds to the issuer."	 Question 4.a. This difference is th 	e "adjusted gross	\$
5.	Indicate below the amount of the adjusted gross peach of the purposes shown. If the amount for check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Pa	any purpose is not known, furnish of the payments listed must equal th	an estimate and	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			_ 🗆 \$
	Purchase of real estate		 \$ _	_ 🗆 \$
	Purchase, rental or leasing and installation of m			
	and equipment		_	· -
	Construction or leasing of plant buildings and f		_	_ []S
	Acquisition of other businesses (including the voffering that may be used in exchange for the assissuer pursuant to a merger)	sets or securities of another		П¢
	Repayment of indebtedness			 -
	Working capital			
	Other (specify): Hotel Compensation			
				_ 🗆 \$
	Column Totals		s 0.00	\$11,361,500.0
	Total Payments Listed (column totals added)		ss	11,361,500.00
		D. FEDERAL SIGNATURE		
sig	issuer has duly caused this notice to be signed by that the constitutes an undertaking by the issuer to finformation furnished by the issuer to any non-action	urnish to the U.S. Securities and E.	xchange Commission, upon write	
Iss	er (Print or Type)	Signature	/ Date	
Su	garloaf Hotel, LLC	My 1/2 A	March 31, 2008	8
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)	1/	
Ger	ald L. Sapp	President/CEO //	/	

- ATTENTION -

t.		262 presently subject to any of the disqualific	
		See Appendix, Column 5, for state response	е.
2.	The undersigned issuer hereby undertak D (17 CFR 239.500) at such times as r		tate in which this notice is filed a notice on Form
3.	The undersigned issuer hereby underta issuer to offerees.	tkes to furnish to the state administrators, upo	on written request, information furnished by the
4.	limited Offering Exemption (ULOE) of		must be satisfied to be entitled to the Uniform erstands that the issuer claiming the availability isfied.
	uer has read this notification and knows the thorized person.	e contents to be true and has duly caused this no	ctice to be signed on its behalf by the undersigned
Issuer (Print or Type)	Signature//	Date
Sugarlo	af Hotel, LLC	Kulo Um	March 31, 2008
Name (Print or Type)	Title (Print of Type)	

President/CEO

E. STATE SIGNATURE

Instruction:

Gerald L. Sapp

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 4 3 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach Type of investor and explanation of to non-accredited offering price waiver granted) investors in State offered in state amount purchased in State (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Accredited Non-Accredited Yes No Yes Investors Investors State No Amount Amount AL ΑK AZ1 X × \$42,500.00 × AR X 16 \$700,000.0d 1 x CA \$50,000.00 × CO X 2 \$50,000.00 × CT DE DC X 20 \$1,290,000. X FL 20 × \$1,105,000 X GA HI ID IL 1 \$150,000.0 × X IN IΑ KS KY 1 LA X \$75,000.00 X ME MD X 1 \$42,500.00 MA X 1 ΜI \$50,000.00 X X MN MS

APPENDIX 2 3 4 1 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell explanation of offering price Type of investor and to non-accredited waiver granted) offered in state amount purchased in State investors in State (Part E-Itemi 1) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors Investors Amount State Yes No Amount MO MT NE NVNH NJ NM X 1 \$42,500.00 × NY NC ND 2 X \$92,500.00 OH X OK OR × \$42,500.00 PA X 1 RI SC SD TN 2 \$75,000.00 X X TX 14 \$508,000.00 × × UT VT VA WA WVWI

	APPENDIX									
1	:	2	3		4					
	Intend to sell and aggregate offering price investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors Amount Investors Amount		Yes	No			
WY										
PR										